



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

RECORDATION NO. 11231-C
FILED 1425

OCT 6 1994 12 05 PM

INTERSTATE COMMERCE COMMISSION

3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102
(817) 333-3187
Docket No. BN12064

VIA UPS

October 5, 1994

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Document for Recordation: Bill of Sale and Release of Security Interest to Burlington Northern Inc. (now Burlington Northern Railroad Company) Conditional Sale Agreement Dated as of October 1, 1979 and Related Agreement and Assignment; Related Amendment Agreement Dated as of July 1, 1980; and Related Amended and Restated Finance Agreement Dated as of December 1, 1982

Dear Ms. Lee:

I am enclosing 2 counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale and Release of Security Interest, dated September 23, 1994, by which all right, title and interest in and to the existing equipment covered by the Conditional Sale Agreement Dated as of October 1, 1979 is conveyed to Burlington Northern Railroad Company from Mercantile-Safe Deposit and Trust Company.

The Conditional Sale Agreement Dated as of October 1, 1979, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on December 26, 1979 and assigned Recordation No. 11231. The related Agreement and Assignment was filed simultaneously with the Conditional Sale Agreement with the Interstate Commerce Commission on December 26, 1979 and therefore also assigned Recordation No. 11231. The related Amendment Agreement Dated as of July 1, 1980 was filed with the Interstate Commerce Commission on August 4, 1980 and assigned Recordation No. 11231-A. The related Amended and Restated Finance Agreement Dated as of December 1, 1982 was filed with the Interstate Commerce Commission on December 28, 1982 and assigned Recordation No. 11231-B.

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The names and addresses of the parties to the transaction are:

Trustee: Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21201

Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

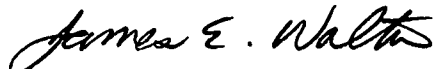
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibits "A" and "B" of said document.

A check in the amount of \$18.00 is enclosed to cover the fee for recording the Bill of Sale and Release of Security Interest. Please file-stamp and return all counterparts not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest, dated September 23, 1994, to Conditional Sale Agreement Dated as of October 1, 1979 (ICC Recordation No. 11231, December 26, 1979) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures

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Executed in 7 Counterparts
of which this is No. 4

INTERSTATE COMMERCE COMMISSION

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, FMC Corporation, General Electric Company and DIFCO, Inc. (collectively the "Manufacturers" and individually a "Manufacturer") and Burlington Northern Inc. (the "Railroad"), have entered into a Conditional Sale Agreement dated as of October 1, 1979, ("Agreement No. 79-A") covering the railroad equipment described in Exhibit "A" hereto (the "No. 79-A Equipment");

WHEREAS, Agreement No. 79-A was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on November 21, 1979, and assigned Recordation No. 11075;

WHEREAS, each Manufacturer assigned its rights under Agreement No. 79-A and its right, security title and interest to the No. 79-A Equipment to the The Chase Manhattan Bank (National Association) (the "Assignee"), pursuant to an Agreement and Assignment dated as of October 1, 1979, between the Manufacturers and Assignee; said Agreement and Assignment was filed simultaneously with Agreement No. 79-A with the Interstate Commerce Commission on November 21, 1979, and therefore also assigned Recordation No. 11075;

WHEREAS, the Railroad, the Assignee, Mercantile-Safe Deposit and Trust Company (the "Agent") and various other parties have entered into an Amended and Restated Finance Agreement and Amendment dated as of December 1, 1982 thereby amending Agreement No. 79-A; said Amended and Restated Finance Agreement and Amendment

was filed with the Interstate Commerce Commission on December 28, 1982, and assigned Recordation No. 11075-A;

WHEREAS, Transportation Products Company (the "Vendor") and the Railroad have entered into a Conditional Sale Agreement dated as of October 1, 1979, ("Agreement No. 79-B" and hereinafter together with Agreement No. 79-A the "Agreements") covering the railroad equipment described in Exhibit "B" hereto (the "No. 79-B Equipment" and hereinafter together with the No. 79-A Equipment the "Equipment");

WHEREAS, Agreement No. 79-B was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on December 26, 1979, and assigned Recordation No. 11231;

WHEREAS, the Vendor assigned its rights under Agreement No. 79-B and its right, security title and interest to the No. 79-B Equipment to the Assignee, pursuant to an Agreement and Assignment dated as of October 1, 1979, between the Vendor and the Assignee; said Agreement and Assignment was filed simultaneously with Agreement No. 79-B with the Interstate Commerce Commission on December 26, 1979, and therefore also assigned Recordation No. 11231;

WHEREAS, the Railroad, the Vendor and the Assignee have entered into a Amendment Agreement dated as of July 1, 1980 thereby amending Agreement No. 79-B; said Amendment Agreement was filed with the Interstate Commerce Commission on August 4, 1980, and assigned Recordation No. 11231-A;

WHEREAS, the Railroad, the Assignee, the Agent and various other parties have entered into an Amended and Restated Finance Agreement and Amendment dated as of December 1, 1982 thereby further amending Agreement No. 79-B; said Amended and Restated Finance Agreement and Amendment was filed with the Interstate Commerce Commission on December 28, 1982, and assigned Recordation No. 11231-B;

WHEREAS, the Agent has been paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreements as amended, and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Agent does hereby (a) acknowledge that the Agreements as amended have been satisfied in full; (b) sell, assign, convey and transfer to the Railroad all its right, security title and interest in the Equipment; and (c) release any security interest it may have had in the Equipment, to the effect that such Equipment shall be transferred to the Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreements as amended.

This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS HEREOF, Agent has caused its corporate name to be

hereunto subscribed and its corporate seal to be duly affixed and
attested by its officers thereunto duly authorized this 23rd day
of September, 1994.

Mercantile-Safe Deposit and Trust Company

By: Robert D. Brown

Robert D. Brown
Corporate Trust Officer

ATTEST:

[Signature]

STATE OF Maryland

~~COUNTY~~ OF Baltimore, ss:
City

On this 23rd day of September, 1994, before me personally appeared Robert D. Brown, to me personally known, who being by me duly sworn, says that (s)he is the Corporate Trust Officer of Mercantile-Safe Deposit and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



Notary Public

My commission expires: 9/25/94

LOCOMOTIVES (40 TOTAL):

Current BN Number

5047 - 5086

AIR DUMP CARS (10 TOTAL):

Previous FW&D Number

Current BN Number

963122 - 963130
963131

963131

COVERED HOPPER CARS, 100-TON CAPACITY (943 TOTAL):

Current BN Number

460200 - 460220
460222 - 460274
460276 - 460287
460289 - 460290
460292 - 460293
460296 - 460297
460299 - 460313
460315 - 460329
460331 - 460356
460358 - 460361
460363 - 460384
460386 - 460393
460395 - 460402
460404 - 460421
460423 - 460470
460472 - 460483
460485 - 460494
460496 - 460499
460501 - 460530
460532 - 460535
460537 - 460545
460547 - 460573
460575 - 460599
460601 - 460639
460641 - 460643
460645 - 460698
460700 - 460707
460710 - 460713
460715 - 460718
460720 - 460731
460733 - 460736

Current BN Number

460739 - 460765
460767 - 460769
460771 - 460777
460779 - 460809
460811 - 460812
460814 - 460850
460852 - 460891
460893 - 460910
460912 - 460922
460924 - 460925
460927 - 460933
460935 - 460941
460943 - 460946
460948 - 460972
460974 - 460981
460983 - 460992
460994 - 460996
460998 - 461021
461023 - 461057
461059 - 461096
461098 - 461144
461146 - 461159
461161 - 461186
461188 - 461199

LOCOMOTIVE CRANES, 40/50 TON CAPACITY (2 TOTAL):

Current BN Number

975425 - 975426